

2. Lean Investors, LLC directly owns 10% or more of the issued and outstanding shares of the Series A Preferred Stock of Holdings I and, after giving effect to the other classes of preferred stock and common stock of Holdings I, may indirectly own

10% or more of the issued and outstanding shares of the Common Stock of Holdings II, Atkins, and Atkins Canada.

3. Parthenon Capital, LLC directly owns 10% or more of the issued and outstanding shares of the Series B Preferred Stock of Holdings I and, after giving effect to the other classes of preferred stock and common stock of Holdings I, may indirectly own 10% or more of the issued and outstanding shares of the Common Stock of Holdings II, Atkins, and Atkins Canada.

4. The estate of Dr. Robert C. Atkins directly owns 10% or more of the issued and outstanding shares of the Common Stock of Holdings I and, after giving effect to the other classes of preferred stock and common stock of Holdings I, may indirectly own 10% or more of the issued and outstanding shares of the Common Stock of Holdings II, Atkins, and Atkins Canada.

5. Holdings I directly owns 100% of the issued and outstanding shares of the Common Stock of Holdings II, and indirectly owns 100% of the issued and outstanding shares of the Common Stock of Atkins and Atkins Canada.

6. Holdings II directly owns 100% of the issued and outstanding shares of the Common Stock of Atkins, and indirectly owns 100% of the issued and outstanding shares of the Common Stock of Atkins Canada.

7. Atkins directly owns 100% of the issued and outstanding shares of the Common Stock of Atkins Canada.

8. The Debtors do not directly or indirectly own 10% or more of any class of the equity interests of any corporation whose securities are publicly traded, or any interest in any general or limited partnership or joint venture.

DECLARATION UNDER PENALTY OF PERJURY:

I, Joseph Conklin, the undersigned authorized officer of Atkins Nutritionals, Inc. and certain of its affiliates, each named as a debtor and debtor-in-possession in these chapter 11 cases (collectively, the "Debtors"), declare under penalty of perjury that I have read the foregoing statement regarding ownership of equity interests in the Debtors and of the Debtors' ownership of equity interests in other entities, and that it is true and correct to the best of my information and belief as of the date hereof.

Dated: July 31, 2005
New York, New York

/s/ Joseph J. Conklin

Signature

Joseph Conklin, Esq.

Name

Secretary

Title